

HEARING DATE AND TIME: February 9, 2006 at 10:00 a.m.
OBJECTION DATE AND TIME: February 2, 2006 at 5:00 p.m.

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
) Chapter 11
)
DELPHI CORPORATION, INC., <u>et al.</u>,) Case No. 05-44481 (RDD)
)
Debtors.) (Jointly Administered)
)
)

**NOTICE OF MOTION AND MEMORANDUM OF LAW OF SOUTHERN
CALIFORNIA EDISON COMPANY TO: (A) VACATE, AND/OR RECONSIDER,
AND/OR MODIFY, FINAL ORDER UNDER 11 U.S.C. §§ 105, 366, 503, AND 507 (I)
PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR DISCONTINUING
SERVICES ON ACCOUNT OF PREPETITION INVOICES AND (II) ESTABLISHING
PROCEDURES FOR DETERMINING REQUESTS FOR ADDITIONAL ASSURANCE;
AND (B) SEEK ADEQUATE ASSURANCE OF FUTURE PAYMENT**

PLEASE TAKE NOTICE, that on the date hereof, Southern California Edison
Company filed the annexed "Motion And Memorandum Of Law Of Southern California Edison
Company To: (A) Vacate, And/Or Reconsider, And/Or Modify, Final Order Under 11 U.S.C. §§
105, 366, 503, And 507 (I) Prohibiting Utilities From Altering, Refusing, Or Discontinuing

Services On Account Of Prepetition Invoices And (II) Establishing Procedures For Determining Requests For Additional Assurance; And (B) Seek Adequate Assurance Of Future Payment” (the "Motion").

PLEASE TAKE FURTHER NOTICE, that a hearing (the "Hearing") will be held in connection with the entry of an order granting the relief requested in the Motion and any further relief, on February 9, 2006, at 10:00 a.m., or as soon thereafter as counsel may be heard, before the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court (the "Court"), Southern District of New York, Alexander Hamilton U.S. Custom House, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE, that objections, if any, to approval of the Motion (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 10072(e) (the “Case Management Order”) (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court’s case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) must be served upon (i) co-counsel for Southern California Edison Company, Russell R. Johnson III, 2258 Wheatlands Drive, Manakin-Sabot,

Virginia 23103 (ii) co-counsel for Southern California Edison Company, Rosen Slome Marder LLP, 333 Earle Ovington Boulevard, Suite 901, Uniondale, New York 11553 (Attn: Jil Mazer-Marino), (iii) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (iv) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom, LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Attn: John Wm. Butler, Jr.), (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Zimar), (vi) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican), (vii) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Attn: Mark A. Broude), and (viii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard), in each case as to as to be received no later than 5:00 p.m. (Prevailing Eastern Time) on February 2, 2006 (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those objections made in writing, in accordance with the Case Management Order, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court at the Hearing. If no

objections to the Motion are timely filed and served in accordance with the procedures set forth herein, the Bankruptcy Court may enter an order granting the Motion without further notice.

Dated: Uniondale, New York
January 20, 2006

ROSEN SLOME MARDER LLP

By: /s/ Jil Mazer-Marino
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